

**EXHIBIT**

**1**

**In the Matter of:**  
**CONSOLIDATED INDUSTRIES, LLC**  
**vs.**  
**JESSE A. MAUPIN, et al.**

**BRIAN NAPPER**

*June 10, 2025*



[www.LexitasLegal.com](http://www.LexitasLegal.com)

Ph.(615) 595-0073

**B. NAPPER**

and so that was somewhat consistent with some of the observations I actually had in my report, as to a, if you will, looking for information, as to how the plaintiff might have mitigated the damages or economic impact of the departure of Mr. Maupin and the defendants.

Q. What did you do in response, how did you change your report in response to Mr. Pasternak's relaying you his observations from the deposition?

A. I don't think there was any really material changes, obviously I didn't have the transcript, but I had the download and it seemed consistent with the observation I had already made in my report related to that issue.

Q. And, you've since reviewed those transcripts?

A. I have.

Q. And it's your testimony that you, even after reviewing those transcripts, you didn't make any material changes, you didn't need to make any further material changes to

**B. NAPPER**

your report?

A. That is correct, the testimony seemed consistent with what Mr. Pasternak had relayed to me after the depositions.

Q. You said material changes, what immaterial changes did you make?

A. I think your question was material changes, I don't think I made any changes. Let me see (perusing document.) Yeah, I don't think -- I don't recall making any changes to the report before filing.

Q. All right, if you will -- so is this report, as we sit here today, a complete statement of all the opinions that you expressed and the basis and reasons for those opinions?

A. I believe so. Although as is often the case in re-reviewing information, I have a couple of additional observations that are consistent with my overall opinions.

Q. What are those? Generally. If I need to get more specific, I'll ask and we might get to them at that point in the report.

A. Sure, I noticed I believe that

**B. NAPPER**

your firm had filed some sort of motion recently about the mitigation subject matter and had attached some testimony that, from Brian Berryman, that you all believed supported your position on, I think, it's called leave to amend or something like that. I think you filed that fairly recently. And there was a focus on Brian Berryman's deposition transcript, and something I had not focused on before was that Mr. Brian Berryman testified that Old Hickory had actually made an acquisition of a company in this space, and had paid four times the profits of that company.

Q. We will come back to that.

What other observations?

A. Well, I've, subsequent to this report of course, have now read the deposition transcripts of Tim Boyd and Scott Berryman, so I've read those transcripts now, I got those subsequent to May 7th.

Q. I'm sorry, I may have been unclear in my question; I asked you if your report is -- if it's complete and it states

**B. NAPPER**

all the bases and reasons for your opinion, you said you believed so, but you had additional observations. Plural. One of those was Brian Berryman's testimony about Old Hickory acquiring a company for four X properties; what are the other ones, what are the other additional observations that you had?

A. Well, again, it was -- I reviewed the transcript of Tim Boyd and Scott Berryman, since I didn't have those on the day of my report, I reviewed those and their testimony seemed consistent or was consistent with what Mr. Pasternak had essentially given me during the conversation or discussion at the end of the day of May 7, 2025 of those deposition transcripts.

Q. So, the other observation was that those transcripts were consistent with what Mr. Pasternak relayed to you on May 7th?

A. Correct.

Q. Any other additional observations since you issued the report?

A. Not that I recall.

**B. NAPPER**

**Mr. Brian Berryman didn't name the company, but.**

Q. Do you know what was purchased?

**A. Well, the fact that he's describing it four times profit of a company that seemed to be in this space is my only takeaway from his testimony. Which tells me, why would he be buying a company that makes swimming pools, for example.**

Q. But I mean, do you know what was included in the sale?

**A. I don't. But I noticed that he represented that it was four times profit. So, Old Hickory was performing an income approach and/or a market approach to value that company that they purchased, which is different than what happened here, with respect to the \$5 million transfer.**

Q. Is it income or market?

**A. It's a probably a little bit -- it's a combination of both, actually.**

Q. Do you know whether or not Old Hickory's purchase of a company at four times the profits included a dealer network?

**B. NAPPER**

**A. I don't -- I don't, one way or the other.**

Q. Again, what is your understanding of what the sale from Weather King to Old Hickory included? It was just those items, it did not include a dealer network, it did not include manufacturing plant relationships, it did not include dealer relationships or driver relationships; is that right?

**A. Well, that's interesting, because it could have, I don't know what was specifically transferred except for three different buckets, and there is no asset purchase agreement. But what I mean by it could have, if there's a dealer network connection that would be helpful to Old Hickory to take these assets and make money on them, I assume the son could call the dad and say, hey, help us out here.**

Q. Do you know?

**A. Do I know what?**

Q. Do you know whether dealer network connections were included in what assets were exchanged in Weather King's sale

**B. NAPPER**

to Old Hickory?

**A. To the extent I understand what dealer network is --**

Q. What I mean by dealer network is the purchaser, also purchasing in addition to the assets themselves, a manner in which to generate revenue from those, and not incorporating them into an existing supply chain. Like, who was going to sell the buildings, is what I'm asking?

**A. Well, I assume it was going to be Old Hickory. Old Hickory would take these assets -- but, again, the asset purchase agreement would give you some insight into that. But in any event, I would assume it would be the acquirer, Old Hickory. Having said that, they are connected, so if there is additional assistance in terms of a dealer network -- if it's just a list of dealer networks and who you know and who you could possibly sell to, I don't know if that could be shared between a 25% owner of one company to a 100% owner of another company, I don't know. But that's not what was listed as what**

**B. NAPPER**

**was sold, I would agree with that, to Old Hickory.**

Q. Earlier you testified that you made additional observations after reviewing the testimony of Jill Coker, Tim Boyd and Scott Berryman and Brian Berryman, I think now that we've talked about it, you already had Brian Berryman's testimony at the time of your report?

**A. That is true.**

Q. We talked about four pieces of information that you reviewed since your report, and included Brian Berryman in that?

**A. To be clear, I testified that I reviewed the -- Counsel for Weather King suggesting that, on mitigation if you will, that there was a motion to not consider that, I forget what the title was, and attached to that was a section of Brian Berryman's deposition transcript. So, I reviewed that pleading, and that's where my attention was driven by the four times profit number.**

Q. You already had access to the four times profit testimony on May 7th?

B. NAPPER

**A. I did. So, that was information I had in my possession, I agree, I missed that in my first pass of Mr. Brian Berryman's deposition transcript, but I saw related to this specific issue, that there is a reference to his four times profit.**

Q. You testified, and rather than have the court reporter go back and read it, do you recall -- and I'm not holding you to this, I'm basically I'm asking this question again, and if it's inconsistent, that's okay.

What additional observations did you form after reviewing Jill Coker, Tim Boyd and Scott Berryman's depositions?

**A. Generally, from Ms. Coker's testimony, she, I believe, was the subject matter person for the trade secrets of Weather King, and her testimony was essentially somewhat consistent with the approaches I've used in terms of identifying the trade secrets approach, if you will, of a head start. Because she testified on a number of occasions that, yes, she believed that the defendants having access to some of this information,**

B. NAPPER

**like engineering drawings, would essentially help -- in theory, help the defendant get into the marketplace quicker.**

Q. Is that with respect to Jill Coker?

**A. That's generally what I recall.**

Q. What about Tim Boyd?

**A. Tim Boyd was, no, nothing -- nothing really new -- nothing really new from my review of Tim Boyd.**

Q. What about Scott Berryman?

**A. Nothing that I recall specifically, no. Except that they did talk about the, you know, the quick sale, if you will.**

Q. I think that's jogging my recollection, I wanted to say that you did mention something about Scott Berryman about that?

**A. Yes.**

Q. In Paragraph 48, are you there?

**A. I am.**

Q. You mentioned close familial relationship between the parties, the under

B. NAPPER

two-month timeline needed to complete the deal and a lack of an informal agreement, is there anything else that you would be presenting to the jury as an indication that the sale of Weather King's assets to Old Hickory was not at fair market value?

MR. PASTERNAK: Asked and answered.

**A. Right, and we did talk about this. The other part is the assets were transferred at cost, but those assets are going to drive income and profits. So, it understates the value, so anything I point to as far as potential market value of the western region, I think I have one example in here, would be -- also should be considered in determining whether this was a fair market value, this being the \$5.4 million for the assets.**

Q. But it was in the best interest of the Weather King's owners to get the highest price possible, right?

**A. I mean --**

Q. Well, what I'm asking you is, why

B. NAPPER

would Weather King's owners sell for less than fair market value?

MR. PASTERNAK: Objection, calls for speculation.

**A. I can't read the minds of the people, all I can say is, it was fairly quick, very quick, and it wasn't documented. Now, what that suggests, I don't know.**

Q. Okay.

**A. And I have other indications that it may be too low.**

Q. Okay, in Paragraph 49, you're quoting from Brian Berryman's testimony, and saying, "According to further testimony from Brian Berryman, we had buildings go missing that we thought we had."

Would you agree with me that's an indication that Old Hickory overpaid?

**A. No, because he goes on to say, "We had buildings show up that we didn't know we had for months after the sale." My takeaway was we had buildings go missing but we also found some buildings, but that suggests more documentation, perhaps, that may**